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Attorneys for Defendant LEVY GERZBERG

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

IN RE ZORAN CORPORATION DERIVATIVE
 LITIGATION

No. CV-06-05503-WHA

**LEVY GERZBERG'S MOTION FOR
 ORDER AND ~~PROPOSED~~ ORDER
 PERMITTING WITHDRAWAL
 AND SUBSTITUTION OF
 COUNSEL**

This Document Relates To:

All Actions

(Civ. L.R. 7-11 and 11-5)

MOTION

Pursuant to Civil Local Rules 7-11 and 11-5, Defendant Levy Gerzberg ("Dr. Gerzberg")
 hereby moves the Court for an order permitting the withdrawal of his counsel of record, Susan S.
 Muck, Michael A. Sands, and Felix S. Lee of Fenwick & West LLP ("Fenwick"), and the

1 appearance of substitute counsel, Stephen C. Neal, John C. Dwyer, and Christopher B. Durbin of
 2 Cooley Godward Kronish, LLP ("Cooley"), on his behalf in this action. Dr. Gerzberg
 3 respectfully submits that said substitution of counsel is in the interests of justice. Dr. Gerzberg,
 4 Fenwick, and Cooley each consent to such withdrawal and substitution of counsel.

5 Accordingly, Dr. Gerzberg respectfully requests that the Court enter an order reflecting
 6 this change, and that all necessary changes be made to the Court's records and ECF, and that all
 7 future communications regarding this case be directed to the following:

8 STEPHEN C. NEAL (Bar No. 170085)
 9 JOHN C. DWYER (Bar No. 136533)
 10 CHRISTOPHER B. DURBIN (Bar No. 218611)
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15 Counsel for Lead Plaintiff, Juli E. Farris of Keller Rohrback LLP, was informed of the
 16 proposed substitution on April 14, 2008. Counsel stated that Lead Plaintiff does not oppose this
 17 motion.

18 This motion is not made for purposes of delay or any other improper purpose.

19 WHEREFORE, Dr. Gerzberg respectfully requests this Court enter its Order permitting
 20 withdrawal and substitution of counsel for Dr. Gerzberg, and update the Court's ECF system for
 21 this case by removing Susan S. Muck, Michael A. Sands, and Felix S. Lee of Fenwick as counsel
 22 of record for Dr. Gerzberg and substituting in their place Stephen C. Neal, John C. Dwyer, and
 23 Christopher B. Durbin of Cooley as counsel of record for Dr. Gerzberg.

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1 DATED: April 22, 2008

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7 By: /s/
John C. Dwyer

8 Attorney for Defendant
9 LEVY GERZBERG

10
11 DATED: April 22, 2008

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19 By: /s/
20 Susan S. Muck

21 Attorney for Individual Defendants
22 UZIA GALIL, RAYMOND A. BURGESS, JAMES
23 D. MEINDL, JAMES B. OWENS, JR., ARTHUR
24 B. STABENOW, CAMILLO MARTINO,
AHARON AHARON, PAUL GOLDBERG,
ISAAC SHENBERG, AND ALEX SINAR

25 DATED: April 22, 2008

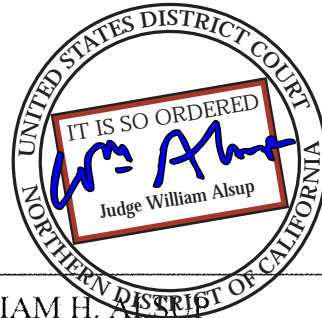
27 By: /s/
28 Dr. Levy Gerzberg, Ph.D.

[PROPOSED] **ORDER**

Having reviewed and considered Defendant Levy Gerzberg's Motion for Order Permitting Withdrawal and Substitution of Counsel, and good cause appearing, the Court hereby orders that Susan S. Muck, Michael A. Sands, and Felix S. Lee of Fenwick & West LLP be permitted to withdraw as counsel of record for Dr. Gerzberg, and that Stephen C. Neal, John C. Dwyer, and Christopher B. Durbin of Cooley Godward Kronish LLP may appear as substitute counsel of record for Dr. Gerzberg. The Court's ECF system shall be updated to reflect these changes.

IT IS SO ORDERED.

DATED: April 23, 2008.



WILLIAM H. ALSUP
United States District Judge

ATTESTATION

Per General Order 45, Section X.B., I hereby attest that I have an authorization for all
“conformed” signatures (/s/) within this e-filed document.

DATED: April 22, 2008

COOLEY GODWARD KRONISH LLP

By: /s/

John C. Dwyer

Attorney for Defendant
LEVY GERZBERG